



Office of the Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

ARTICLES OF DISSOLUTION NON-PROFIT CORPORATION

Pursuant to the provisions of article 6.05 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following articles of dissolution.

1. The name of the corporation is _____
2. The file number of the corporation is _____
3. A resolution to dissolve was adopted in the following manner: (Check the applicable statement below.)
 - ☐ A. A resolution to dissolve was adopted at a meeting of members held on _____, at which a quorum was present, and the resolution to dissolve received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.
 - ☐ B. A resolution to dissolve was adopted by consent in writing by all members entitled to vote with respect thereto.
 - ☐ C. A resolution to dissolve was adopted at a meeting of directors held on _____, and received the votes of a majority of the directors in office, there being no members having voting rights in respect thereof.

Check either A or B in items 4, 5, and 6 below:

4. ☐ A. All debts, obligations and liabilities of the corporation have been paid and discharged or adequate provision has been made therefor.
or ☐ B. The corporation's property and assets were not sufficient to satisfy and discharge all its liabilities and obligations. All the property and assets have been applied so far as they would go to the payment thereof in a just and equitable manner and no property or assets remain available for distribution among its members.
5. ☐ A. All remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of the Texas Non-Profit Corporation Act.
or ☐ B. The assets of the corporation were received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution. A plan of distribution has been adopted as provided by the Texas Non-Profit Corporation Act for the distribution of such assets, and the distribution has been effected in accordance with such plan.

6. ☐ A. There are no suits pending against the corporation in any court.
- Or ☐ B. Adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

An Authorized Officer

INSTRUCTIONS

1. The documents must be signed by an authorized officer of the corporation. Prior to signing, please read the statements on this form carefully. A person commits an offense under the Texas Business Corporation Act, the Texas Limited Liability Company Act or the Texas Non-Profit Corporation Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.
2. The statutory fee for filing the articles is \$5.00. Please submit a check or money order made payable to the secretary of state. The check or money order must be payable through a U.S. bank or other financial institution.
3. Send two copies of the form together with the filing fee to the address shown in the heading of this form. The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. We will place one document on record and, *if a duplicate copy has been provided for such purpose*, return a file stamped copy. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.
4. Under article 10.07 of the Texas Non-Profit Corporation Act, a non-profit corporation may choose to make the filing of certain documents effective as of a date within 90 days of the date of submission. This can be accomplished either by stating a future date or describing a future event within the document submitted for filing. Please refer to article 10.07 of the Texas Non-Profit Corporation Act for the specific requirements necessary for filing documents with a future effective date.
5. The foregoing form promulgated by the secretary of state is designed to meet minimum statutory filing requirements and no warranty is made regarding the suitability of this form for any particular purpose. This form and the information provided are not substitutes for the advice of an attorney and it is recommended that the services of an attorney be obtained before preparation of the articles of dissolution.